


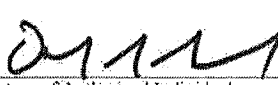
<b>United States Bankruptcy Court Southern District of New York</b>				<b>Voluntary Petition</b>													
Name of Debtor (if individual, enter Last, First, Middle): <b>Sabine Oil &amp; Gas Corporation</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):														
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>Forest Oil Corporation</b>			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):														
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all): <b>25-0484900</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all):														
Street Address of Debtor (No. and Street, City, and State):  <b>1415 Louisiana, Suite 1600 Houston, Texas</b>			Street Address of Joint Debtor (No. and Street, City, and State):														
ZIP CODE <b>77002</b>			ZIP CODE														
County of Residence or of the Principal Place of Business: <b>Harris County, Texas</b>			County of Residence or of the Principal Place of Business:														
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):														
ZIP CODE			ZIP CODE														
Location of Principal Assets of Business Debtor (if different from street address above):			ZIP CODE														
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding													
<b>Chapter 15 Debtors</b>  Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.													
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.				<b>Chapter 11 Debtors</b>  <b>Check one box:</b>  <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 ( <i>amount subject to adjustment on 4/01/16 and every three years thereafter</i> ).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).													
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.						<b>THIS SPACE IS FOR COURT USE ONLY</b>											
Estimated Number of Creditors (on a consolidated basis) <table style="width: 100%; border: none;"><tr><td style="text-align: center;"><input type="checkbox"/> 1-49</td><td style="text-align: center;"><input type="checkbox"/> 50-99</td><td style="text-align: center;"><input type="checkbox"/> 100-199</td><td style="text-align: center;"><input type="checkbox"/> 200-999</td><td style="text-align: center;"><input type="checkbox"/> 1,000-5,000</td><td style="text-align: center;"><input type="checkbox"/> 5,001-10,000</td><td style="text-align: center;"><input type="checkbox"/> 10,001-25,000</td><td style="text-align: center;"><input checked="" type="checkbox"/> 25,001-50,000</td><td style="text-align: center;"><input type="checkbox"/> 50,001-100,000</td><td style="text-align: center;"><input type="checkbox"/> Over 100,000</td></tr></table>								<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input checked="" type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000			<input type="checkbox"/> 10,001-25,000	<input checked="" type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000						
Estimated Assets (on a consolidated basis) <table style="width: 100%; border: none;"><tr><td style="text-align: center;"><input type="checkbox"/> \$0- to \$50,000</td><td style="text-align: center;"><input type="checkbox"/> \$50,001 to \$100,000</td><td style="text-align: center;"><input type="checkbox"/> \$100,001 to \$500,000</td><td style="text-align: center;"><input type="checkbox"/> \$500,001 to \$1 million</td><td style="text-align: center;"><input type="checkbox"/> \$1,000,001 to \$10 million</td><td style="text-align: center;"><input type="checkbox"/> \$10,000,001 to \$50 million</td><td style="text-align: center;"><input type="checkbox"/> \$50,000,001 to \$100 million</td><td style="text-align: center;"><input type="checkbox"/> \$100,000,001 to \$500 million</td><td style="text-align: center;"><input type="checkbox"/> \$500,000,001 to \$1 billion</td><td style="text-align: center;"><input checked="" type="checkbox"/> More than \$1 billion</td></tr></table>								<input type="checkbox"/> \$0- to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion
<input type="checkbox"/> \$0- to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion								
Estimated Liabilities (on a consolidated basis) <table style="width: 100%; border: none;"><tr><td style="text-align: center;"><input type="checkbox"/> \$0- to \$50,000</td><td style="text-align: center;"><input type="checkbox"/> \$50,001 to \$100,000</td><td style="text-align: center;"><input type="checkbox"/> \$100,001 to \$500,000</td><td style="text-align: center;"><input type="checkbox"/> \$500,001 to \$1 million</td><td style="text-align: center;"><input type="checkbox"/> \$1,000,001 to \$10 million</td><td style="text-align: center;"><input type="checkbox"/> \$10,000,001 to \$50 million</td><td style="text-align: center;"><input type="checkbox"/> \$50,000,001 to \$100 million</td><td style="text-align: center;"><input type="checkbox"/> \$100,000,001 to \$500 million</td><td style="text-align: center;"><input type="checkbox"/> \$500,000,001 to \$1 billion</td><td style="text-align: center;"><input checked="" type="checkbox"/> More than \$1 billion</td></tr></table>						<input type="checkbox"/> \$0- to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion		
<input type="checkbox"/> \$0- to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion								

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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Sabine Oil &amp; Gas Corporation</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>None</b>	Case Number:	Date Filed:	
Location Where Filed: <b>None</b>	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>See Rider 1</b>	Case Number:	Date Filed:	
District: <b>Southern District of New York</b>	Relationship:	Judge:	
<b>Exhibit A</b>		<b>Exhibit B</b>	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No. (See attached Exhibit C).			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

B 1 (Official Form 1) (4/13)

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<p><b>Voluntary Petition</b> (This page must be completed and filed in every case)</p>	<p>Name of Debtor(s): <b>Sabine Oil &amp; Gas Corporation</b></p>
<p><b>Signatures</b></p>	
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p>X  _____ <b>Signature of Attorney*</b></p> <p>_____ Signature of Attorney for Debtor(s) <b>Jonathan S. Henes</b> _____ Printed Name of Attorney for Debtor(s) <b>Kirkland &amp; Ellis LLP</b> _____ Firm Name <b>601 Lexington Avenue, New York, New York 10022</b> _____ Address  <b>(212) 446-4800</b> _____ Telephone Number <b>July 15, 2015</b> _____ Date</p> <p>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>	<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form of each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  _____ Signature of Authorized Individual</p> <p>_____ Printed Name of Authorized Individual <b>David J. Sambrooks</b> _____ Title of Authorized Individual <b>Chief Executive Officer</b> <b>July 15, 2015</b> _____ Date</p>	

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**MINUTES OF A MEETING OF  
THE BOARD OF DIRECTORS OF  
SABINE OIL & GAS CORPORATION**

July 13, 2015

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A special meeting of the Board of Directors (the “Board”) of Sabine Oil & Gas Corporation, a New York corporation (“Sabine” or the “Company”), was held telephonically at 11:00 a.m. Central time on July 13, 2015.

The following Board members were present at the meeting:

David J. Sambrooks, Chairman of the Board  
Duane C. Radtke  
Thomas Chewning  
Patrick McDonald  
Brooks M. Shughart  
Jon Foster  
John Yearwood  
Alex Krueger

The following individuals were also present by invitation of the Board: from the Company, Michael Magilton and Tim Yang; from Kirkland & Ellis LLP, Jon Henes, Ryan Bennett, Gabor Balassa, and Cristi Pirro; from Zolfo Cooper LLC, Joff Mitchell, and from Lazard Frères & Co., Brandon Aebersold.

Mr. Sambrooks called the meeting to order and Mr. Yang served as Secretary and recorded the minutes of the meeting.

**A. CHAPTER 11 FILING**

The Board discussed previous presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company’s business. The Board also discussed previous consultation with the management and the financial and legal advisors of the Company and fully considered each of the strategic alternatives available to the Company.

Upon motion duly made and seconded, the Board unanimously approved that the Company shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by the Company’s affiliates, collectively, the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in a court of proper jurisdiction (the “Bankruptcy Court”) and that the Chief Executive Officer, any Executive Vice President, or any Senior Vice President of the Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and hereby is, authorized, empowered and directed to execute and file on

behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business.

## **B. RETENTION OF PROFESSIONALS**

Mr. Sambrooks requested Board approval of the retention of the following professionals: (i) the law firm of Kirkland & Ellis LLP, as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, (ii) the firm of Lazard Frères & Co. LLC, as investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, (iii) the firm of Prime Clerk LLC, as notice, claims, and balloting agent and as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and (iv) any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code. After further discussion and upon motion duly made and seconded, the Board unanimously approved the requested approval items.

## **C. CASH COLLATERAL AND ADEQUATE PROTECTION**

Next, Mr. Henes reviewed the issue of cash collateral and adequate protection and requested Board approval of the following items: (i) that the Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "Collateral"), which is security for certain prepetition secured lenders (collectively, the "Secured Lenders") party to that certain Amended and Restated Credit Agreement dated as of April 28, 2009 (as amended, modified, or supplemented and in effect immediately prior to the Petition Date, the "RBL Credit Agreement") and that certain Second Lien Credit Agreement dated as of December 14, 2012 (as amended, modified, or supplemented and in effect immediately prior to the Petition Date, the "Second Lien Credit Agreement"), (ii) that in order to use and obtain the benefits of the Collateral, and in accordance with section 363 of the Bankruptcy Code, the Company will provide certain adequate protection to the Secured Lenders (the "Adequate Protection Obligations"), as documented in a proposed interim order (the "Cash Collateral Order") and submitted for approval to the Bankruptcy Court, (iii) that the Company, as debtor and debtor in possession under the Bankruptcy Code be authorized to incur the adequate protection obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Cash Collateral Documents (collectively, the "Adequate Protection Transactions"), (iv) that the Authorized Officers of the Company be authorized and directed to take such actions as in their discretion as determined to be necessary, desirable, or appropriate and execute the Adequate Protection Transactions, (v) that each of the Authorized Officers of the Company be authorized, directed and empowered to file or to authorize the Agents to file any Uniform Commercial Code (the "UCC") financing statements, any other equivalent filings, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name of the Company that the Agents deem necessary or appropriate to perfect any lien or security interest granted under the Cash Collateral Order, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the Agents may reasonably request to perfect the security interests of the Agents under the Cash Collateral Order, and (vi) that each of the

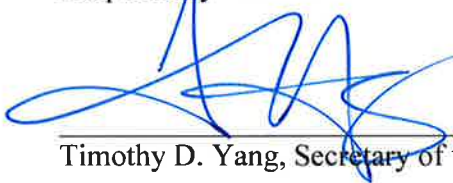
Authorized Officers of the Company be authorized, directed and empowered to take all such further actions, in accordance with the terms of the Adequate Protection Documents. After further discussion and upon motion duly made and seconded, the Board unanimously approved the requested approval items.

**D. D. ADOPTION OF RESOLUTIONS**

Finally, and based on the discussion and deliberation described above, the Board approved the resolutions attached hereto as **Exhibit A**

There being no other business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 11:50 a.m.

Respectfully submitted,



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Timothy D. Yang, Secretary of the Meeting

**Exhibit A**

**Resolutions**

**RESOLUTIONS OF THE BOARD OF  
DIRECTORS OF SABINE OIL & GAS CORPORATION**

**CHAPTER 11 FILING**

WHEREAS, the Board of Directors considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company's business; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by the Company's affiliates, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in a court of proper jurisdiction (the "Bankruptcy Court"); and

RESOLVED, that the Chief Executive Officer, any Executive Vice President, or any Senior Vice President of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and hereby is, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business.

**RETENTION OF PROFESSIONALS**

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with



power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Lazard Frères & Co. LLC, as investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Lazard Frères & Co. LLC.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Prime Clerk LLC as notice, claims, and balloting agent and as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Prime Clerk LLC.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in

connection with the Company's chapter 11 case, with a view to the successful prosecution of such case.

### **CASH COLLATERAL AND ADEQUATE PROTECTION**

RESOLVED, that the Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "Collateral"), which is security for certain prepetition secured lenders (collectively, the "Secured Lenders") party to:

(a) that certain Amended and Restated Credit Agreement dated as of April 28, 2009 (as amended, modified, or supplemented and in effect immediately prior to the Petition Date, the "RBL Credit Agreement"), among the Company, as borrower, certain of the Company's subsidiaries, including Giant Gas Gathering LLC, Sabine Bear Paw Basin LLC, Sabine East Texas Basin LLC, Sabine Mid-Continent Gathering LLC, Sabine Mid-Continent LLC, Sabine Oil & Gas Finance Corp., Sabine South Texas Gathering LLC, Sabine South Texas LLC, and Sabine Williston Basin LLC, as subsidiary guarantors (collectively, the "Subsidiary Guarantors"), Wells Fargo Bank, National Association, as administrative agent (the "First Lien Agent"), and the lenders that are parties thereto from time to time; and

(b) that certain Second Lien Credit Agreement dated as of December 14, 2012 (as amended, modified, or supplemented and in effect immediately prior to the Petition Date, the "Second Lien Credit Agreement"), among the Company, as borrower, the Subsidiary Guarantors as subsidiary guarantors, Wilmington Trust, National Association (as successor to Bank of America, N.A.), as administrative agent (the "Second Lien Agent" and, together with the First Lien Agent, the "Agents"), and the lenders that are parties thereto from time to time.

RESOLVED, that in order to use and obtain the benefits of the Collateral, and in accordance with section 363 of the Bankruptcy Code, the Company will provide certain adequate protection to the Secured Lenders (the "Adequate Protection Obligations"), as documented in a proposed interim order (the "Cash Collateral Order") and submitted for approval to the Bankruptcy Court.

RESOLVED, that the form, terms, and provisions of the Cash Collateral Order to which the Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each of the

Authorized Officers of the Company be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform and cause the performance of, the Cash Collateral Order, and such other agreements, certificates, instruments, receipts, petitions, motions or other papers or documents to which the Company is or will be a party (collectively with the Cash Collateral Order, the “Cash Collateral Documents”), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Board of Directors, with such changes, additions and modifications thereto as the officers of the Company executing the same shall approve, such approval to be conclusively evidenced by such officers’ execution and delivery thereof.

RESOLVED, that the Company, as debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to incur the adequate protection obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Cash Collateral Documents (collectively, the “Adequate Protection Transactions”).

RESOLVED, that the Authorized Officers of the Company be, and they hereby are, authorized and directed, and each of them acting alone hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions as in their discretion is determined to be necessary, desirable, or appropriate and execute the Adequate Protection Transactions, including delivery of: (a) the Cash Collateral Documents and such agreements, certificates, instruments, guaranties, notices and any and all other documents, including, without limitation, any amendments to any Cash Collateral Documents (collectively, the “Adequate Protection Documents”); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the Agents; and (c) such forms of deposit, account control agreements, officer’s certificates and compliance certificates as may be required by the Cash Collateral Documents or any other Adequate Protection Document.

RESOLVED, that each of the Authorized Officers of the Company be, and hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company to file or to authorize the Agents to file any Uniform Commercial Code (the “UCC”) financing statements, any other equivalent filings, any intellectual property filings and recordation and any necessary assignments for

security or other documents in the name of the Company that the Agents deem necessary or appropriate to perfect any lien or security interest granted under the Cash Collateral Order, including any such UCC financing statement containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the Agents may reasonably request to perfect the security interests of the Agents under the Cash Collateral Order.

RESOLVED, that each of the Authorized Officers of the Company be, and they hereby are, authorized, directed and empowered in the name of, and on behalf of, the Company to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Adequate Protection Transactions and all fees and expenses incurred by or on behalf of the Company in connection with the foregoing resolutions, in accordance with the terms of the Adequate Protection Documents, which shall in their sole judgment be necessary, proper or advisable to perform the Company's obligations under or in connection with the Cash Collateral Order or any of the other Adequate Protection Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions.

### **GENERAL**

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that all members of the Board of Directors of the Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of

the Company, or hereby waive any right to have received such notice.

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Board of Directors.

RESOLVED, that each of the Authorized Officers (and their designees and delegates) be and hereby is authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, or managing member of each direct subsidiary of the Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

RESOLVED, that this consent shall be filed with the records of the meetings of the Board of the Directors.

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SABINE OIL & GAS CORPORATION,

Debtor.

Chapter 11

Case No. 15-\_\_\_\_\_ (\_\_\_)

**Exhibit A to Voluntary Petition**

1. If any of the Debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 1-13515.
2. The following financial data is the latest available information and refers to the Debtor's condition on May 31, 2015.

a.	Total assets	<u>\$2,483,373,000</u>
b.	Total debts (including debts listed in 2.c., below)	<u>\$2,906,350,000</u>
c.	Debt securities held by more than 500 holders	<u>N/A</u>

Approximate  
number of holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	
d.	Number of shares of preferred stock						<u>2,508,945</u>
f.	Number of shares of common stock						<u>213,915,937</u>

3. Brief description of the Debtor's business:

The Debtors, together with their non-debtor affiliates, comprise an independent oil and natural gas company engaged in the acquisition, development, exploitation and exploration of oil and natural gas properties onshore in the United States.

4. List the name of any person who directly or indirectly owns, controls or holds, with power to vote, 5% or more of the voting securities of debtor:

Name of Holder	Percentage of Shares of Ownership
Sabine Investor Holdings LLC	37.0%

*[If, to the best of the debtor's knowledge, the debtor owns or has possession of property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety, attach this Exhibit "C" to the petition.]*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

)  
) Chapter 11  
)

SABINE OIL & GAS CORPORATION,

) Case No. 15-\_\_\_\_ (\_\_\_\_)  
)

Debtor.  
)  
)

**EXHIBIT "C" TO VOLUNTARY PETITION**

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The above-captioned debtor (the "Debtor") does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. The Debtor notes that it is not aware of any definition of "imminent and identifiable harm" as used in this form.

The Debtor has been and is currently engaged in litigation with certain governmental units and private third parties related to certain real property owned or possessed by the Debtor. The Debtor does not believe that this real property poses a "threat of imminent and identifiable harm to the public health or safety."

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor that pose or are alleged to pose a threat of imminent and identifiable harm to the public health or safety. The Debtor notes that it is not aware of any definition of "imminent and identifiable harm" as used in this form.

**RIDER 1**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Sabine Oil & Gas Corporation.

1. Sabine Oil & Gas Corporation
2. Giant Gas Gathering LLC
3. Sabine Bear Paw Basin LLC
4. Sabine East Texas Basin LLC
5. Sabine Mid-Continent Gathering LLC
6. Sabine Mid-Continent LLC
7. Sabine Oil & Gas Finance Corporation
8. Sabine South Texas Gathering LLC
9. Sabine South Texas LLC
10. Sabine Williston Basin LLC



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SABINE OIL & GAS CORPORATION,

Debtor.

) Chapter 11

) Case No. 15-\_\_\_\_\_ (\_\_\_\_)

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

Debtor	Equity Holders	Address of Equity Holder	Percentage of Common Stock Held
Sabine Oil & Gas Corporation	Sabine Investor Holdings LLC <sup>2</sup>	1415 Louisiana Suite 1600 Houston, TX 77002	37.0%
	E*Trade Clearing LLC	1981 Marcus Avenue 1st Floor Lake Success, NY 11042	7.8%
	Individual Registered Shareholders <sup>3</sup>	[Redacted]	7.4%
	Charles Schwab & Co., Inc.	2423 East Lincoln Drive PHXPEAK-01-1B571A Phoenix, AZ 85016	5.9%
	Td Ameritrade Clearing, Inc.	1005 Ameritrade Place Bellevue, NE 68005	5.7%
	National Financial Services LLC	499 Washington Boulevard. Jersey City, NJ 07310	5.0%
	First Clearing, LLC	One North Jefferson Street 9-F Street Louis, MO 63103	4.5%
	Scottrade, Inc.	12855 Flushing Meadows Drive Street Louis, MO 63131	4.1%
	Folio (FN) Investments, Inc.	8180 Greensboro Drive 8th Floor Mclean, VA 22102	2.7%
	Pershing LLC	Securities Corporation 1 Pershing Plaza 7th Floor -Reorg. Jersey City, NJ 07399	2.2%
	Merrill Lynch	101 Hudson Street 9th Floor Jersey City, NJ 07302	2.0%

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of June 30, 2015.

<sup>2</sup> Sabine Investor Holdings LLC holds 100% of Sabine Oil & Gas Corporation's preferred stock.

<sup>3</sup> Approximately 525 individuals hold less than 7.4% of the Debtors' common stock on an aggregate basis. Only one individual holds more than 1.0% of the Debtors' common stock. The identities of the individuals are available upon request of the Debtors' proposed counsel.

	J.P. Morgan Clearing Corp.	Department. C, Cashiers Department One Metrotech Center North Reorg Department 4th Floor Brooklyn, NY 11201-3862	1.9%
	UBS Securities LLC	1000 Harbor Boulevard, 5th Floor Weehawken, NJ 07086	1.8%
	Morgan Stanley & Co. LLC	1300 Thames Street Wharf 7th Floor Baltimore, MD 21231	1.3%
	Interactive Brokers	1 Pickwick Plaza Greenwich, CT 06830	1.2%
	RBC Investor Services	525 William Penn Place, Room 0300 Pittsburgh, PA 15259	<1.0%
	Citibank, N.A.	3800 Citibank Center B3-12 Tampa, FL 33610	<1.0%
	Jefferies & Company, Inc.	Harborside Financial Center 705 Plaza 3 Jersey City, NJ 07311	<1.0%
	Morgan Stanley Smith Barney LLC	1300 Thames Street Wharf Baltimore, MD 21231	<1.0%
	State Street	Corp Actions - JAB5E 1776 Heritage Drive North Quincy, MA 02171	<1.0%
	Vanguard Marketing Corporation	100 Vanguard Boulevard Malvern, PA 19355	<1.0%
	BNP Paribas, Pittsburgh Branch	525 Washington Boulevard 9th Floor Jersey City, NJ 07310	<1.0%
	Primevest	400 1st Street South Suite 300 Street Cloud, MN 56301	<1.0%
	The Northern Trust Company	801 South Canal Street Reorg Department. Floor C1N Chicago, IL 60607	<1.0%
	Apex Clearing Corporation	1700 Pacific Avenue, Suite 1400 Dallas, TX 75201	<1.0%
	UBS Financial Services LLC	1000 Harbor Boulevard Weehawken, NJ 07086	<1.0%
	TD Waterhouse Canada Inc. /CDS	77 Bloor Street West 3rd Floor Toronto, ON M5S 1M2 CAN	<1.0%
	BNP Paribas Prime Brokerage, Inc.	525 Washington Boulevard 9th Floor Jersey City, NJ 07310	<1.0%
	American Enterprise	2178 Ameriprise Financial Center Routing: S6/2178 Minneapolis, MN 55474	<1.0%
	RBC Dominion /CDS	180 Wellington Street West, 9th Floor Toronto, ON M5J 0C2 CAN	<1.0%
	Deutsche Bank Securities, Inc.	5022 Gate Parkway Suite 100 Jacksonville, FL 32256	<1.0%
	Raymond James & Associates, Inc.	880 Carilion Parkway Tower 2, 4th Floor Street Petersburg, FL 33716	<1.0%
	Stifel, Nicolaus & Co.	501 North Broadway 7th Floor Stock Record Department Street Louis, MO 63102	<1.0%

	Edward D. Jones & Co.	Corporate Actions & Distribution 12555 Manchester Road Street Louis, MO 63141	<1.0%
	Brown Brothers Harriman & Co.	525 Washington Boulevard. New Port Towers Jersey City, NJ 07310-1607	<1.0%
	RBC Capital Markets Corporation	510 Marquette Avenue South Minneapolis, MN 55402	<1.0%
	LPL Financial Corporation	4828 Parkway Plaza Boulevard Charlotte, NC 28217	<1.0%
	Wedbush Morgan Securities, Inc.	1000 Wilshire Boulevard Los Angeles, CA 90017	<1.0%
	Janney Montgomery Scott Inc.	1801 Market Street 9th Floor Philadelphia, PA 19103-1675	<1.0%
	NBCN Inc. /CDS	1010 Rue De La Gauchetiere Street West Suite 1925 Montreal, QC H3B 5J2 CAN	<1.0%
	Questrade Inc./CDS**	5650 Young Street Suite 1700 Toronto, Ontario M2M 4G3 Canada	<1.0%
	Optionsxpress, Inc.	311 West Monroe Street Chicago, IL 60606	<1.0%
	JPMorgan Chase/Correspondence		<1.0%
	JPMorgan Chase Bank, N.A.	14201 Dallas Parkway 12th Floor Dallas, TX 75254	<1.0%
	COR LLC	1200 Landmark Center Suite 800 Omaha, NE 68102-1916	<1.0%
	COMM/EQUIT		<1.0%
	Credit Suisse Securities	11 Madison Avenue 23rd Floor New York, NY 10010	<1.0%
	UBS AG Stamford/UBS AG London	315 Deaderick Street Nashville, TN 37238	<1.0%
	First Southwest Company	1700 Pacific Avenue Suite 500 Dallas, TX 75201	<1.0%
	Cantor Fitzgerald & Co.	51 Mercedes Way Edgewood, NY 11717	<1.0%
	BMO Nesbitt Burns Inc. /CDS	B1 Level 1st Canadian Place 100 King Street West Toronto, ON M5X 1H3 CAN	<1.0%
	Baird & Co. Incorporated	777 East Wisconsin Avenue Milwaukee, WI 53202	<1.0%
	Southwest Securities, Inc.	1201 Elm Street Suite 3700 Dallas, TX 75270	<1.0%
	Tradestation	8050 Southwest 10th Street Suite 2000 Plantation, FL 33324	<1.0%
	BNY Mellon/ New England	525 William Penn Place Suite 300 Pittsburgh, PA 15259	<1.0%
	Stockcross Financial	77 Summer Street 2nd Floor Boston, MA 02210	<1.0%
	Morgan Stanley & Co. Inc. /Intl	901 South Bond Street 6th Floor Baltimore, MD 21231	<1.0%

	Desjardins Securities Inc.**	1060 Robert-Bourassa Boulevard, Suite 101 Montreal, QC H3B 5L7 CAN	<1.0%
	U.S. Bank N.A.	1555 North River Center Drive Suite 302 Milwaukee, WI 53212	<1.0%
	Oppenheimer & Co. Inc.	85 Broad Street, 4th Floor New York, NY 10004	<1.0%
	U.S. Bancorp Investments, Inc.	60 Livingston Avenue EP-MN-WN2H Street Paul, MN 55107-1419	<1.0%
	Unknown Bondholders In The Forcenegy Inc. & Forcenegy Resources Inc.	666 Fifth Avenue New York, NY 10103	<1.0%
	Scotia Capital Inc. /CDS	40 King Street West Toronto, ON M5H 1H1 CAN	<1.0%
	BB & T Securities	8006 Discovery Drive Suite 200 Richmond , VA 23229	<1.0%
	Nomura Securities	309 West 49th Street Worldwide Plaza 10th Floor New York, NY 10019	<1.0%
	Cudd Pressure Control	c/o RPC Inc. 2170 Piedmont Road Northeast Atlanta, GA 30324-4135	<1.0%
	Wedbush Securities Inc./P3	1212 Avenue of the Americas New York, NY 10036	<1.0%
	State Street	525 William Penn Place Room 0300 Pittsburgh, PA 15259	<1.0%
	James W Gibbons Tr Sipa Liquidation Of Lehman Brothers Inc.	One Battery Park Plaza New York, NY 10004	<1.0%
	Fidelity Clearing Canada	Bell Trinity Square, South Tower 483 Bay Street, Suite 200, Toronto, ON M5G 2N7 CAN	<1.0%
	SEI Private Trust Company	One Freedom Valley Drive Oaks, PA 19456	<1.0%
	Goldman, Sachs & Co.	30 Hudson Street Proxy Department Jersey City, NJ 07302	<1.0%
	Sterne, Agee & Leach, Inc.	2 Perimeter Park South, Suite 100 West Birmingham, AL 35243	<1.0%
	Industrial And Commercial Bank Of China Financial Services, LLC/Equity Clearance	725 Fifth Avenue 20th Floor New York, NY 10022	<1.0%
	SG Americas Securities, LLC	245 Park Avenue New York, NY 10167	<1.0%
	CIBC World Markets Inc./CDS	161 Bay Street 10th Floor Toronto, ON M5J 258 CAN	<1.0%
	Barclays Capital Inc.	400 Jefferson Park 4th Floor Whippany, NJ 07981	<1.0%

	Knight Clearing Services LLC	545 Washington Boulevard. Jersey City, NJ 07310	<1.0%
	Commerz Markets LLC	225 Liberty Street New York, NY 10281	<1.0%
	J.J.B. Hilliard, W.L. Lyons, LLC	500 West Jefferson Street 6th Floor Louisville, KY 40202	<1.0%
	Glenmede Trust Co.	One Liberty Place Suite 1200 1650 Market Street Philadelphia, PA 19103	<1.0%
	PI Financial Corp./CDS**	666 Burrard Street Suite 1900 Vancouver, BC V6C 2G3 CAN	<1.0%
	Stephens Inc.	111 Center Street 4th Floor Little Rock, AR 72201-4402	<1.0%
	Crest Intl Nominees Limited	33 Cannon Street London, UK EC4M 5SB UK	<1.0%
	People's Securities, Inc.	850 Main Street Bridgeport, CT 06604	<1.0%
	BNY/Wealth	Two Bny Mellon Center 525 William Penn Pl, Suite 1215 Pittsburgh, PA 15259	<1.0%
	Haywood Securities, Inc. /CDS	Waterfront Center Suite 700 200 Burrard Streey Vancouver, BC V6C 3L6 CAN	<1.0%
	D.A. Davidson & Co.	8 Third Street North P.O. Box 5015 Great Falls, MT 59403	<1.0%
	Texas Treasury Safekeeping	208 East 10th Street Room 410 Austin, TX 78701	<1.0%
	Wells Fargo Bank, N.A.	733 Marquette Avenue MAC N9306-057 5th Floor Minneapolis, MN 55479	<1.0%
	Drilling Services Of America	P.O. Box 580 Carencro, LA 70520-0580	<1.0%
	Wells Fargo Bank, N.A./SIG	1525 W T Harris Boulevard 1st Floor Charlotte, NC 28262-8522	<1.0%
	Virtu Financial BD LLC	645 Madison Avenue New York, NY 10022	<1.0%
	M&I Marshall & Ilsley Bank	770 North Water Street Milwaukee, WI 53202	<1.0%
	Shell Oil Products US	910 Louisiana Street Osp 2693 Houston, TX 77002	<1.0%
	Credential Securities Inc./CDS**	700-1111 West Georgia Street Vancouver, BC V6E4T6	<1.0%
	Pulaski Gieger & Laborde LLC	One Shell Square Suite 4800 New Orleans, LA 70139	<1.0%
	Variable Bore Rams Inc.	1086 Aillet Road Broussard, LA 70518-8017	<1.0%
	SEI Private Trust Company	One Freedom Valley Drive Oaks, PA 19456	<1.0%
	Qtrade Securities Inc./CDS**	Suite 1920 One Bentall Centre 505 Burrard Street Vancouver, BC V7X 1M6 CAN	<1.0%

	Lek Securities Corporation	1 Liberty Plaza 52nd Floor New York, NY 10006	<1.0%
	Mizuho Trust & Banking Co.	666 Fifth Avenue New York, NY 10103	<1.0%
	Vision Financial Markets LLC	4 High Ridge Park Suite 100 Stamford, CT 06905	<1.0%
	Sonoco	P. O. Drawer 4319 Houma, LA 70361-4319	<1.0%
	Davenport & Company LLC	901 East Cary Street 11th Floor Richmond, VA 23219	<1.0%
	CDS Clearing And Depository	600 BOUL.DE Maisonneuve Quest Bureau 210 Montreal, QC H3A 3J2 CAN	<1.0%
	OXY USA Inc.	P.O. Box 300 Tulsa, OK 74102-0300	<1.0%
	Fortis Clearing Americas LLC	175 West Jackson Boulevard Suite 400 Chicago, IL 60605	<1.0%
	BBS Securities Inc./CDS**	4100 Yonge Street North York, ON M2PZB5 Canada	<1.0%
	Wilson-Davis & Co., Inc.	236 South Main Street Salt Lake City, UT 84101	<1.0%
	Lavene H Hardung Tr Ua 07-May-76 Lavene H Hardung Trust	Box 369 Mesquite, NV 89024-0369	<1.0%
	Citigroup Global Markets Inc.	388 Greenwich Street 11th Floor New York, NY 10013	<1.0%
	Dundee Securities Corp./CDS**	20 Queen Street West 4th Floor Toronto, ON M5H 3R3 CAN	<1.0%
	Raymond James Ltd./CDS**	2100 – 925 West Georgia Street Vancouver, BC V6C 3L2 CAN	<1.0%
	The Frison Investment Company	P.O. Box 1169 Manchester Center, VT 05255-1169	<1.0%
	Digitel Data Joint Venture	10811 South Westview Circle Drive Suite 100 Building C, Houston TX 77043	<1.0%
	Argo Partners	12 West 37th Street 9th Floor New York, NY 10018-7480	<1.0%
	Mackie Research	199 Bay Street Commerce Court West, Suite 4600 Toronto, ON M5L 1G2 CAN	<1.0%
	Canaccord Financial LTD.**	P.O. Box 10337, Pacific Center 2200-609 Granville Street Vancouver, BC V7Y 1H2 CAN	<1.0%
	Bernice G Feldman Tr Uw Of Yetta Geller	303 East Linden Avenue Englewood, NJ 07631-3716	<1.0%
	Nomura Securities	309 West 49th Street Worldwide Plaza 10th Floor New York, NY 10019	<1.0%

	Cudd Pressure Control Inc.	8032 Main Street Houma, LA 70360-4428	<1.0%
	Acme Truck Line Inc.	P.O. Box 183 Harvey, LA 70059-0183	<1.0%
	Jerome M Smith Tr Ua 08/17/1989 Smith Family Irrevocable Trust	8 Ryder Lane Lexington, MA 02421	<1.0%
	BNP Paribas, New York Branch	525 Washington Boulevard 9th Floor Jersey City, NJ 07310	<1.0%
	John W Camp & Jeanne Camp Tr Ua 22-Jun-10 John W Camp & Jeanne Camp Revocable	13901 Jefferson Hwy 99E SE Jefferson, OR 97352-9797	<1.0%
	Manulife Securities /CDS	85 Richmond Street West Toronto, ON M5H 2C9 CAN	<1.0%
	Citigroup Global Markets Inc.	388 Greenwich Street 11th Floor New York, NY 10013	<1.0%
	Tom E Turner Jr Tr Ua 01-Apr-99 The Tom E Turner Sr Estate Trust	P.O. Box 171720 San Antonio, TX 78217-1020	<1.0%
	Osca	c/o Baker Hughes Incorporated 2929 Allen Parkway Suite 2100 Houston, TX 77019-7111	<1.0%
	Charline B Appleton Tr Ua 17-Sep-92 Appleton Family	18615 Sandy Road Castro Valley, CA 94546-2423	<1.0%
	Fieldstone LLC	P.O. Box 327 Wayzata, MN 55391-0327	<1.0%
	UBS Securities/Securities Lending	677 Washington Boulevard Stamford, CT 06902	<1.0%
	BONY/SPDR	525 William Penn Place Pittsburgh, PA 15259	<1.0%
	Merrill Lynch, Pierce, Fenner	101 Hudson Street 9th Floor Jersey City, NJ 07302	<1.0%
	Dynergy Midstream Services	1000 Louisiana Suite 5800 Houston, TX 77002-5021	<1.0%
	Madison Dearborn Capital Partners	200 East Randolph Chicago, IL 60601-6436	<1.0%
	Lehman Brothers Inc.	101 Hudson Street 30th Floor Jersey City, NJ 07302-3915	<1.0%
	Superior Well Service Inc.	1105 Peters Road Harvey, LA 70058-1716	<1.0%
	Haliburton Energy Services Inc.	10200 Bellaire Boulevard 2SW42B Houston, TX 77072-5206	<1.0%
	Eastern American Energy Corp.	501 56th Street Charleston, WV 25304-2301	<1.0%
	KCB Service & Company	P.O. Box 4310 Frederick, MD 21705-4310	<1.0%
	Merril K Angell Et Al Tr Ua 27-Jul-89 Angell 1989 Living Trust	4101 Hessel Road Sebastopol, CA 95472-6057	<1.0%
	Southern Gulf Operators Inc.	406 Roselawn Boulevard Lafayette, LA 70503-3912	<1.0%

	Manufacturers And Traders	One M&T Plaza 8th Floor Buffalo, NY 14240	<1.0%
	C & G Boats	701 Poydras Street Suite 4900 New Orleans, LA 70139-7757	<1.0%
	John Carden & Janette Carden Tr Ua 12-Mar-73 John Carden & Janette Carden Trust	3336 North Hullen Street Metairie, LA 70002-3469	<1.0%
	Tuboscope Vetco Inter Inc.	P.O. Box 808 Houston, TX 77001-0808	<1.0%
	X Chem Inc.	P.O. Box 971433 Dallas, TX 75397-1433	<1.0%
	Enron C O Forest Oil Corporation	1415 Louisiana Street Suite 1600 Houston, TX 77002-7490	<1.0%
	Jones Day Reavis & Pague C O Dan Winikka	2727 North Harwood Street Dallas, TX 75201-1515	<1.0%
	David Lerner Associates, Inc.	477 Jericho Turnpike 25th Floor P.O. Box 9006 Syosset, NY 11791-9006	<1.0%
	Grasso Production Management	201 St Charles Avenue 46th Floor New Orleans, LA 70170-1000	<1.0%
	Chase Bank Of Texas NA	P.O. Box 2258 26 Cbb E 45 Houston, TX 77252-2258	<1.0%
	Construction Consulting	P.O. Box 283 Amelia, LA 70340-0283	<1.0%
	SPL Inc.	P.O. Box 20807 Houston, TX 77225-0807	<1.0%
	Acquatica Inc.	c/o Cal Dive International Inc. 2500 Citywest Boulevard Suite 2200 Houston, TX 77042	<1.0%
	Duke Energy Field Services	370 17th Street Suite 900 Denver, CO 80202-5609	<1.0%
	James T Lytal III Enterprises Inc.	701 Poydras Street Suite 3600 New Orleans, LA 70139-7735	<1.0%
	PE Rentals Inc.	P.O. Box 593 Broussard, LA 70518-0593	<1.0%
	William W Gore Tr Ua 07-Feb-00 The Gore Revocable Living Trust	5217 South 11th Street Tacoma, WA 98465-2410	<1.0%
	James Marshall Mcmillan Tr Ua 09-Oct-79 Ashley Reid Mcmillan	907 Lakewood Avenue Conway, SC 29526-4335	<1.0%
	James Marshall Mc Millan Tr Ua 23-Dec-82 Neil Patrick Mc Millan Irrevocable Trust	907 Lakewood Avenue Conway, SC 29526-4335	<1.0%
	Albert Garaudy Assoc Inc.	1615 Metairie Road Suite 200 Metairie, LA 70005-3975	<1.0%
	Quality Rental Tools Inc.	P.O. Box 2218 Houma, LA 70361-2218	<1.0%
	Southwest Public Power District	221 North Main Box 289 Palisade, NE 69040-4172	<1.0%
	Petro Tool & Supply Co. Inc.	1212 Highway 90 West Houma, LA 70364-3810	<1.0%



Shell Offshore Services	P.O. Box 60193 New Orleans, LA 70160-0193	<1.0%
Stagg Marine Inc.	P.O. Box 1839 Morgan City, LA 70381-1839	<1.0%
Wyoming State Treasurer Uncl Prop Div	2515 Warren Avenue Suite 502 Cheyenne, WY 82002-0001	<1.0%
GS Execution & Clearing	30 Hudson Street Proxy Department Jersey City, NJ 07302-4699	<1.0%
Gunn Wireline Inc.	P.O. Box 1108 Friendswood, TX 77549-1108	<1.0%
Pulaski Gieger & Laborde LLC	701 Poydras Street Suite 4800 New Orleans, LA 70139-7756	<1.0%
Champion Technologies Inc.	P.O. Box 2243 Houston, TX 77252-2243	<1.0%
Coventry Fund III Ltd	C O H Miles Cohn Shiness Scott Grossman Cohn LLP 1001 Mckinney Suite 1400 Houston, TX 77002-6323	<1.0%
Daspit Mfg Co. Inc.	521 Bayou Road St Bernard, LA 70085-5703	<1.0%
T B Repairs Inc.	P.O. Box 80308 Lafayette, LA 70598-0308	<1.0%
Cochrane Technologies Inc.	P.O. Box 81276 Lafayette, LA 70598-1276	<1.0%
Fiduciary Tr Co Nh Na Cust Ira Of Claude A Pearce Fbo Claude A Pearce Rollover Tri-Vest Plans Wa 0528216	25580 Pinto Ridge Road Stratford, WA 98853	<1.0%
John K Friemoth & Teresa B Friemoth Tr Friemoth Fam Tr Ua 19- Dec-88	P.O. Box 567 Idyllwild, CA 92549-0567	<1.0%
International Boat Rentals Inc.	P.O. Box 1607 Larose, LA 70373-1607	<1.0%
L L Welding Incorporated	P.O. Box 796 Flomation, AL 36441-0796	<1.0%
Gulf Coast Operations	P.O. Box 844877 Dallas, TX 75284-4877	<1.0%
Williams Energy Services Company	P.O. Box 2848 Tulsa, OK 74101-2848	<1.0%
Fiduciary Tr Co Nh Na Ira Rollover Cust Martha Sue Harris	14204 Northeast 10th Avenue Unit 38 Vancouver, WA 98685-1732	<1.0%
Kelly Completion Services Inc.	P.O. Box 5041 Houma, LA 70361-5041	<1.0%
M I LLC & Its Swaco Division	P.O. Box 42842 Houston, TX 77242-2842	<1.0%
Sonoco	P.O. Drawer 4319 Houma, LA 70361-4319	<1.0%
Twachtman Snyder & Byrd Inc.	13105 Northwest Freeway Suite 700 Houston, TX 77040-6313	<1.0%
Weatherford International LLC	2000 St James Place Houston, TX 77056	<1.0%

	Weatherford US LP	P.O. Box 27608 Houston, TX 77227-7608	<1.0%
	Alaska Department Of Environmental	Conservation 410 Willoughby Avenue Suite 105 Juneau, AK 99801-1780	<1.0%
	American Pneumatics Inc.	218 Hector Connolly Road Carencro, LA 70520-6300	<1.0%
	Bellsouth Telecommunication Inc.	126 Perimeter Center West Rm 260	<1.0%
	C O Bankruptcy Group	Atlanta, GA 30346-1224	
	Fiduciary Tr Co Nh Na Ira Cust Robert E Habermehl Tri-Vest Plans Mi 0981951	2284 Ridgemoor Court Burton, MI 48509-1391	<1.0%
	Fiduciary Tr Co Nh Na Cust Serp Ruth T Hartman Fbo Ruth T Hartman Tri-Vest Plan Ny 0854224	126 Naples Street Corpus Christi, TX 78404-1829	<1.0%
	GLM Corporation	420 North Willow Kenai, AK 99611-7707	<1.0%
	Darlene L Hendrickson Tr Ua 23-Jan-80 Darlene L Hendrickson Trust	Box 5 Garden Prairie, IL 61038-0005	<1.0%
	Inland Marine Management Corp.	P.O. Box 518 Galliano, LA 70354-0518	<1.0%
	Natco Group	P.O. Box 200203 Houston, TX 77216-0203	<1.0%
	PG & E Energy Trading Corp.	10375 Richmond Avenue Suite 300 Houston, LA 77042-4188	<1.0%
	Winnifred B Rawlings Tr Winndifred B Rawlings 1983 Inter Vivos Trust	601 Van Ness Avenue 705 San Francisco, CA 94102-3252	<1.0%
	Lethea E Selle Tr Ua 31- May-96 The Selle Trust	3820 Broadway Apt 20 Great Bend, KS 67530-3649	<1.0%
	Sprint	8330 Ward Parkway Mokemy 0504 Kansas City, MO 64114-2027	<1.0%
	Wyoming State Treasurer	Unclaimed Property 2515 Warren Avenue Suite 502 Cheyenne, WY 82002	<1.0%
	Chester D Allen & Barbara J Allen Tr Ua 04- Jun-90 Chester & Barbara Allen Trust	3338 Scorecard Drive New Port Richey, FL 34655-1989	<1.0%
	Joyce A Barkman Tr Ua 22-Jan-03 The Joyce A Barkman Living Trust	1362 Highway 56 Hillsboro, KS 67063	<1.0%
	Oklahoma Gas And Electric	P.O. Box 26040 Oklahoma City, OK 73126-0040	<1.0%
	Electrical Pneumatic Co. Inc.	P.O. Box 1020 St Martinville, LA 70582-1020	<1.0%

	Fiduciary Tr Co Nh Na Ira Rollover Cust Robert M Cason Fbo Robert M Cason Tri-Vest Plans Ca 0883801	39401 Beringer Drive Murrieta, CA 92563-6893	<1.0%
	Fiduciary Tr Co Nh Na Cust Ira Of Jerry O Pearce Fbo Jerry O Pearce Rollover Tri-Vest Plans Wa 0528182	23757 Pinto Ridge Road Northeast Soap Lake, WA 98851-9688	<1.0%
	Fiduciary Tr Co Nh Ira Rollover Cust N O Henry Fbo N O Henry Trivest Plan 1155431	13800 West Park Central Boulevard Apt 53 New Berlin, WI 53151-9538	<1.0%
	Linda S Jaramillo Tr Ua 25-Sep-85 Lawrence N Schwebach Trust	6275 Noble Street Golden, CA 80403-2149	<1.0%
	Ken E Andrews Company	1900 Dalrock Road Rowlett, TX 75088-5526	<1.0%
	Mary Macdonald Tr Ua 20-Jun-90 The Macdonald Family Trust	350 Berkeley Avenue Claremont, CA 91711-4505	<1.0%
	Southern Specialty Rentals	121 Old Farm Lane Broussard, LA 70518-4221	<1.0%
	Dolores Savasta Tr Ua 01-Apr-87 Savasta Family Trust	15971 Mount Olive Road Grass Valley, CA 95945-7961	<1.0%
	Ann J Schweitzer Tr Ua 15-Dec-00 A J Schweitzer Family Trust	3528 Emerald Drive White Bear Lake, MN 55110-5502	<1.0%
	Thomas J Smolich & Camille A Smolich Tr Ua 13-Sep-04 The Smolich Family Trust	4822 E Calle Ventura Phoenix, AZ 85018	<1.0%
	Baker Petrolite Corp.	Corporate Secretary 2929 Allen Parkway Suite 2100 Houston, TX 77019-2182	<1.0%
	David W Bauer & M Faye Bauer Tr Ua 13-Jul-93 The Bauer Family Trust	1513 Canterburg Road Hays, KS 67601-2711	<1.0%
	Fiduciary Tr Co Nh Ira Rollover Cust Geraldine E Carter Fbo Geraldine E Carter	P.O. Box 245 Elsie, MI 48831-0245	<1.0%
	Fiduciary Tr Co Nh Na Ira Rollover Cust Vera R Cziok Fbo Vera R Cziok Tri-Vest Mn 0840090	3810 Alder Lane Apt 421 Saint Paul, MN 55122-3842	<1.0%
	Fiduciary Tr Co Ira Rollover Cust Harold D Young Tri-Vest Plans 1074590	1415 Dewing Lane 3rd Walnut Creek, CA 94596	<1.0%
	Fiduciary Tr Co Nh Ira Rollover Cust Duane E Patterson Ua Dec 24 90	5101 River Road Apt 305 Bethesda, MD 20816-1561	<1.0%

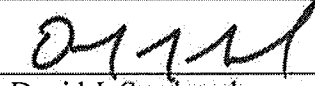
	Fiduciary Tr Co Nh Na Cust Ira Of Jimmy C Pearce Fbo Jimmy C Pearce Rollover Tri-Vest Plans Wa 0528208	21759 Black Rock Road Northeast Marlin, WA 98832	<1.0%
	Fiduciary Tr Co Nh Na Ira Rollover Cust Larry E Pennington Tri-Vest Plans Ca 0690206	1394 Tularcitos Drive No 2 Milpitas, CA 95035-7614	<1.0%
	Fiduciary Tr Co Nh Ira Cust William J Mcshane Tri-Vest Plan 0709113	915 North Avenue Wilkinsburg, PA 15221-2211	<1.0%
	Fiduciary Tr Co Nh Ira Rollover Cust T C Raby Trivest Plan 1073782	245 Linwood Road Mooresville, NC 28115-8230	<1.0%
	Richard Harding & Lotte Harding Tr Ua 09-Mar-94 The Richard & Lotte Harding Trust	40114 Harding Road East Sprague, WA 99032-9657	<1.0%
	Helen M Kalb Tr Ua 23- Jun-75	4 Holly Court Pearl, MS 39208-9420	<1.0%
	Chris A Kenyon & Jean S Kenyon Tr Kenyon Fam Tr Ua 29-Sep-83	72 Carlos Court Walnut Creek, CA 94597-2451	<1.0%
	Gary Kent Moore & Patricia Kay Moore Tr Ua 01-Nov-98 Gary Kent Moore & Patricia Kay Moore Family Trust	154 Las Astas Drive Lost Gatos, CA 95032-7682	<1.0%
	United Production & Construction	23902 La Highway 333 Abbeville, LA 70510-0531	<1.0%
	Barkman Honey Co. Inc.	120 Santa Fe Street Hillsboro, KS 67063-9688	<1.0%
	William J Caby & Dorothy L Caby Tr Ua 06-Jul-90 William J & Dorothy L Caby Trust	8312 Maywood Avenue Raytown, MO 64138-3414	<1.0%
	Anthony J Dopazo Tr Ua 04-Aug-99 The Anthony J Dopazo Survivors Trust	5382 Shrewsbury Avenue Westminster, CA 92683-3439	<1.0%
	Erling G Olson & Doris J Olson Tr Olson Family Trust Ua 25-Jun-96	4729 Hazelwood Avenue Carmichael, CA 95608-4625	<1.0%
	Fiduciary Tr Co Nh Ira Cust James P Mcdonald Trivest Plans Or 1021187	3404 97th Place Southeast Everett, WA 98208-4372	<1.0%
	Fiduciary Tr Co Nh Ira Rollover Cust Aloysius A Wild Tri-Vest 0832006	1453 Farington Court Naperville, IL 60563-2218	<1.0%
	Fiduciary Tr Co Nh Na Cust Serp Lee Roy Schraeder Fbo Lee Roy Schraeder Tri-Vest 0823195	2925 26th Street Great Bend, KS 67530-7144	<1.0%

	Fiduciary Tr Co Nh Na Ira Rollover Cust Robert D Armitage Tri-Vest Plans Mn 0882522	14070 Saint Croix Trail North Stillwater, MN 55082-8533	<1.0%
	Fiduciary Tr Co Nh Na Cust Serp Fbo Charles F Fulhorst Tri-Vest Plans 0719294	4303 Caduceus Place Galveston, TX 77550-8508	<1.0%
	Fiduciary Tr Co Nh Ira Cust Paulette C Grande Ua Jan 17 83 Ar A005314a	28772 Xenon Way Bonita Springs, FL 34135-8601	<1.0%
	Fiduciary Tr Co Nh Ira Rollover Cust Danny P Reed Trivest Plan Ca 1055342	P.O. Box 300 Skyforest, CA 92385-0300	<1.0%
	Fiduciary Tr Co Nh Na Ira Rollover Cust Patricia E Rude Trivest Plan Ca 1057926	5130 North Fremont Avenue Kansas City, MO 64119-3875	<1.0%
	Foxx Apothecary Inc.	418 W 23rd Street Fort Scott, KS 66701-3119	<1.0%
	J Arlie Gilmore Tr J Arlie Gilmore Tr Ua 17-Nov-79	4603-103 Dalfour Brentwood, CA 94513	<1.0%
	Liberty Services Inc.	3027 Ridgelake Drive Metairie, LA 70002-4924	<1.0%
	Louisiana Safety Systems Inc.	P.O. Box 3307 Lafayette, LA 70502-3307	<1.0%
	Offshore Process Services Inc.	1206 Park Drive Suite 200 Mandeville, LA 70471-3424	<1.0%
	Baker Hughes Oilfield Operations	c/o Baker Hughes Incorporated Corporate Secretary 2929 Allen Parkway Suite 2100 Houston, TX, 77019-2182	<1.0%
	Rich Family Trust George E Rich & Ramona P Rich Tr Ua 08/30/93	P.O. Box 233 La Pine, OR 97739-0233	<1.0%
	Louis W Sander & Betty E Sander Tr Sander 1988 Trust Dtd Aug 1988	2525 Madrona Avenue St Helena, CA 94574-2300	<1.0%
	Gary L Smith Judith A Smith Tr Ua 03/31/98 Smith Living Trust	1716 Winesap Lane Kirkwood, MO 63122	<1.0%
	Agatha Smyres Tr Ua 30- Nov-05 Agatha Smyres Trust	120 W Kansas Avenue Suite B Mcpherson, KS 67460	<1.0%
	Roland F Tenthorey Tr Ua 20-Apr-83 The Tenthorey Trust	2040 Farnsworth Way Rsncho Cordova, CA 95670-2213	<1.0%
	Tomlinson Limited LLC	Box 6846 Lawrenceville, NJ 08648-0846	<1.0%
	Vernon W Wenzel Tr Ua 24-Mar-98 The Eugene F Wenzel Trust	859 Reese Street Liberty, MO 64068-3093	<1.0%

**DECLARATION UNDER PENALTY OF PERJURY**

I, David J. Sambrooks, the undersigned Chief Executive Officer of Sabine Oil & Gas Corporation, the debtor in this case, declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my knowledge, information, and belief.

Dated: July 15, 2015

A handwritten signature in black ink, appearing to read 'D. Sambrooks', is written over a horizontal line.

David J. Sambrooks  
Chief Executive Officer

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
SABINE OIL & GAS CORPORATION,	)	Case No. 15-_____ ( )
Debtor.	)	

**CORPORATE OWNERSHIP STATEMENT**

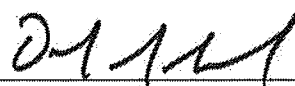
Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

Shareholder	Approximate Percentage of Common Stock Held
Sabine Investor Holdings LLC <sup>1</sup>	37.0%

**DECLARATION UNDER PENALTY OF PERJURY**

I, David J. Sambrooks, the undersigned Chief Executive Officer of Sabine Oil & Gas Corporation, the debtor in this case, declare under penalty of perjury that I have read the corporate ownership statement and that it is true and correct to the best of my knowledge, information, and belief.

Dated: July 15, 2015

  
\_\_\_\_\_  
David J. Sambrooks  
Chief Executive Officer

<sup>1</sup> Sabine Investor Holdings LLC holds 100% of Sabine Oil & Gas Corporation's preferred stock.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	
	)	Chapter 11
	)	
SABINE OIL & GAS CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 15-[____] (____)
	)	
Debtors.	)	(Joint Administration Requested)
	)	

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**CONSOLIDATED LIST OF CREDITORS  
HOLDING THE TOP 50 LARGEST UNSECURED CLAIMS**

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The above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the consolidated list of the Debtors’ creditors holding the 50 largest unsecured claims (the “Consolidated List”) based on the Debtors’ books and records as of approximately July 15, 2015. The Consolidated List is prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors. The information contained herein shall neither constitute an admission of liability by, nor bind, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority, or amount of any claim.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Sabine Oil & Gas Corporation (4900); Giant Gas Gathering LLC (3438); Sabine Bear Paw Basin LLC (2656); Sabine East Texas Basin LLC (8931); Sabine Mid-Continent Gathering LLC (6085); Sabine Mid-Continent LLC (6939); Sabine Oil & Gas Finance Corp. (2567); Sabine South Texas Gathering LLC (1749); Sabine South Texas LLC (5616); and Sabine Williston Basin LLC (4440). The location of Debtor Sabine Oil & Gas Corporation’s corporate headquarters and the Debtors’ service address is: 1415 Louisiana, Suite 1600, Houston, Texas 77002.



Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
1	WILMINGTON SAVINGS FUND SOCIETY, FSB	WILMINGTON SAVINGS FUND SOCIETY, FSB ATTN BANKRUPTCY DEPT 500 DELAWARE AVENUE WILMINGTON, DE 19801 FAX: 302-421-9137 PHONE: 302-888-7420	Unsecured Notes		\$577,914,000.00
2	BANK OF NEW YORK MELLON TRUST COMPANY, N.A.	BANK OF NEW YORK MELLON TRUST COMPANY, N.A. ATTN BANKRUPTCY DEPT 101 BARCLAY ST FL 4 EAST NEW YORK, NY 10286 PHONE: 212-495-1784	Unsecured Notes		\$350,000,000.00
3	DELAWARE TRUST COMPANY	DELAWARE TRUST COMPANY ATTN BANKRUPTCY DEPT 2711 CENTERVILLE ROAD WILMINGTON, DE 19808 FAX: 877-374-6010 ext. 62412; 302-636-8666 PHONE: 302-636-8666	Unsecured Notes		\$222,057,000.00
4	EL RUCIO LAND & CATTLE CO., INC.	JON CHRISTIAN AMBERSON, P.C. 2135 EAST HILDEBRAND AVE. SAN ANTONIO, TX 78209 PHONE: 210-826-3339  JOHN F. CARROLL ATTORNEY AT LAW 111 WEST OLMOS DR. SAN ANTONIO, TX 78212 PHONE: 210-829-7183  FERNANDO MANCIAS LAW OFFICES OF FERNANDO G. MANCIAS, P.L.L.C 1305 EAST NOLANA LOOP STE A MCALLEN, TX 78504 PHONE: 956-686-0385	Litigation Claim	Contingent and Disputed	\$23,000,000.00

Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
5	BAKER HUGHES	BAKER HUGHES ATTN: ALAN CRAIN, SENIOR VICE PRESIDENT, CHIEF LEGAL AND GOVERNANCE OFFICER 2929 ALLEN PARKWAY SUITE 2100 HOUSTON, TX 77019-2118 EMAIL: ALAN.CRAIN@BAKERHUGHES.COM PHONE: 713-439-8600	Trade Payable		\$2,294,560.56
6	PREMIER VACUUM SERVICE INC	PREMIER VACUUM SERVICE INC ATTN: PRESIDENT OR GENERAL COUNSEL 303 S 5TH ST KINGSVILLE, TX 78363 EMAIL: PREMIERVACUUM@YAHOO.COM FAX: 361-592-4224 PHONE: 361-221-9509	Trade Payable		\$570,275.25
7	GLOBE ENERGY SERVICES LLC	GLOBE ENERGY SERVICES LLC ATTN: TROY BOTTS, CEO & PRESIDENT 3204 WEST HIGHWAY 180 SNYDER, TX 79549 FAX: 325-574-2639 PHONE: 325-573-1310	Trade Payable		\$560,195.85
8	GEONIX LP	GEONIX LP ATTN: PRESIDENT OR GENERAL COUNSEL 2008 NORTH LONGVIEW STREET KILGORE, TX 75662 PHONE: 903-983-3249	Trade Payable		\$485,157.28

Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
9	BIGFOOT ENERGY SERVICES LLC	BIGFOOT ENERGY SERVICES LLC ATTN: DOUG GILE, GENERAL MANGER 312 W SABINE CARTHAGE, TX 75633 EMAIL: JSPURLOCK@BIGFOOTENERGYSERVICES.COM FAX: 903-898-2256 PHONE: 903-693-2206	Trade Payable		\$303,374.35
10	M-I LLC	M-I LLC ATTN: GENERAL COUNSEL 5950 NORTH COURSE DRIVE HOUSTON, TX 77072 FAX: 832-295-2560 PHONE: 832-295-2559	Trade Payable		\$280,193.54
11	MAVERICK WELL SERVICE LLC	MAVERICK WELL SERVICE LLC ATTN: KARL EDMONDS, OWNER 300 FM 1252 EAST KILGORE, TX 75662 FAX: 903-984-4358 PHONE: 903-983-6050	Trade Payable		\$277,613.06
12	PRECISION EXCAVATING SERVICES	PRECISION EXCAVATING SERVICES ATTN: PRESIDENT OR GENERAL COUNSEL 1734 COUNTY ROAD 186 E KILGORE, TX 75662 EMAIL: PRECISIONEXCAVATING1@YAHOO.COM FAX: 903-984-5385 PHONE: 903-987-1478	Trade Payable		\$272,587.50

Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
13	BASIC ENERGY SERVICES LP	BASIC ENERGY SERVICES LP ATTN: T.M. "ROE" PATTERSON, PRESIDENT, CHIEF EXECUTIVE OFFICER AND DIRECTOR 801 CHERRY STREET SUITE 2100 FORTH WORTH, TX 76102 EMAIL: INFO@BASICENERGYSERVICES.COM PHONE: 817-334-4100	Trade Payable		\$268,187.43
14	AEGIS CHEMICAL SOLUTIONS LLC	AEGIS CHEMICAL SOLUTIONS LLC ATTN: PRESIDENT OR GENERAL COUNSEL 4560 KENDRICK PLAZA DR #190 HOUSTON, TX 77032 EMAIL: INFO@AEGISCHEMICAL.COM PHONE: 855-532-2033	Trade Payable		\$263,833.50
15	UNIT DRILLING COMPANY	UNIT DRILLING COMPANY ATTN: PRESIDENT OR GENERAL COUNSEL DEPARTMENT 247 TULSA, OK 74182 FAX: 918-493-7711 PHONE: 918-493-7700	Trade Payable		\$256,652.08
16	MICROSEISMIC INC	MICROSEISMIC INC ATTN: PRESIDENT OR GENERAL COUNSEL 10777 WESTHEIMER, SUITE 500 EMAIL: BILLING@MICROSEISMIC.COM FAX: 713-781-2326 PHONE: 713-781-2323	Trade Payable		\$250,097.75

Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
17	PINNERGY LTD	PINNERGY LTD ATTN: BARBARA MAYFIELD, GENERAL COUNSEL 111 CONGRESS AVE SUITE 2020 AUSTIN, TX 78701 EMAIL: BMAYFIELD@PINNERGY.COM FAX: 512-343-8885 PHONE: 903-693-6110; 512-628-2807	Trade Payable		\$249,533.33
18	SABINE PIPE INC	SABINE PIPE INC ATTN: WILL ADAMSON, PRESIDENT 1108 N KILGORE ST KILGORE, TX 75662 EMAIL: WILLADAMSON@SABINEPIPE.COM FAX: 903-986-7605 PHONE: 903-984-3094	Trade Payable		\$224,066.25
19	KEY ENERGY SERVICES INC	KEY ENERGY SERVICES INC ATTN: KIMBERLY T. FRYE, SENIOR VICE PRESIDENT AND GENERAL COUNSEL 1301 MCKINNEY STE 1800 HOUSTON, TX 77010 PHONE: 713-651-4300	Trade Payable		\$223,879.65
20	REEF SERVICES LLC	REEF SERVICES LLC ATTN: MR. CLAY BATEN, CHIEF EXECUTIVE OFFICER 7906 WEST HIGHWAY 80 MIDLAND, TX 79706 FAX: 432-560-5633 PHONE: 432-560-5600	Trade Payable		\$217,963.48

Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
21	SUPREME PRODUCTION SERVS INC	SUPREME PRODUCTION SERVS INC ATTN: PRESIDENT OR GENERAL COUNSEL 5901 STATE HWY 44 CORPUS CHRISTI, TX 78406 FAX: 361-299-2705 PHONE: 361-299-2700	Trade Payable		\$213,631.68
22	ACE CONSULTING SERVICES INC	ACE CONSULTING SERVICES INC ATTN: PRESIDENT OR GENERAL COUNSEL 131 CR 4083 CARTHAGE, TX 75633 FAX: 903-693-3425 PHONE: 903-391-1310	Trade Payable		\$209,767.27
23	NEWPARK DRILLING FLUIDS LLC	NEWPARK DRILLING FLUIDS LLC ATTN: PRESIDENT OR GENERAL COUNSEL PO BOX 973167 DALLAS, TX 75397-3167 PHONE: 800-444-0682	Trade Payable		\$198,327.37
24	PRIORITY ENERGY HOLDINGS LLC	PRIORITY ENERGY HOLDINGS LLC ATTN: CHRIS ABIDE, PRESIDENT & CEO 681 RIVER HIGHLANDS BLVD COVINGTON, LA 70433 FAX: 985-400-5085 PHONE: 877-317-7467	Trade Payable		\$191,442.90

Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
25	NCS MULTISTAGE, LLC	NCS MULTISTAGE, LLC ATTN: JOE DEGEARE, PRESIDENT 19450 STATE HIGHWAY 249, SUITE 200 HOUSTON, TX 77070 EMAIL: JDEGEARE@NCSMULTISTAGE.COM FAX: 281-652-5846 PHONE: 281-453-2222	Trade Payable		\$187,148.50
26	XCHEM	XCHEM ATTN: PRESIDENT OR GENERAL COUNSEL PO BOX 971433 DALLAS, TX 75397-1433 EMAIL: CONTACT@X-CHEM.COM PHONE: 855-829-0001	Trade Payable		\$185,057.35
27	GLOBAL VESSEL & TANK	GLOBAL VESSEL & TANK ATTN: PRESIDENT OR GENERAL COUNSEL 117 LIBERTY AVENUE LAFAYETTE, LA 70509 FAX: 337-534-8927 PHONE: 337-534-8925	Trade Payable		\$182,548.84
28	CACTUS WELLHEAD LLC	CACTUS WELLHEAD LLC ATTN: SCOTT BENDER, CEO 1 GREENWAY PLAZA SUITE 200 HOUSTON, TX 77046 FAX: 713-439-0411 PHONE: 713-626-8800	Trade Payable		\$169,659.86

Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
29	MONUMENT RESOURCES LLC	MONUMENT RESOURCES LLC ATTN: LISA CASTLEBERRY 1125 JUDSON ROAD SUITE 100 LONGVIEW, TX 75601 EMAIL: INFO@MONUMENTRESOURCES.COM FAX: 903-653-1696 PHONE: 903-653-1695	Trade Payable		\$160,183.83
30	TKO RENTALS & SERVICES LLC	TKO RENTALS & SERVICES LLC ATTN: PRESIDENT OR GENERAL COUNSEL 5607 SOUTH AVENUE Q LUBBOCK, TX 75633 FAX: 903-693-4919 PHONE: 903-693-5727	Trade Payable		\$155,979.90
31	MAGNUM SERVICES INC	MAGNUM SERVICES INC ATTN: PRESIDENT OR GENERAL COUNSEL 1565 US HWY 59 SOUTH EDNA, TX 77957 EMAIL: MAGNUM@MAGNUMSERVICESINC.COM FAX: 361-781-0965 PHONE: 361-781-0964	Trade Payable		\$150,867.64
32	5J OILFIELD SERVICES, LLC	5J OILFIELD SERVICES, LLC ATTN: PRESIDENT OR GENERAL COUNSEL 4090 N. HWY 79 PALESTINE, TX 75801 FAX: 903-729-2051 PHONE: 903-729-0969	Trade Payable		\$140,000.00



Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
33	PRESSER CONSTRUCTION INC	PRESSER CONSTRUCTION INC ATTN: PRESIDENT OR GENERAL COUNSEL 12605 W I-20 SERVICE RD HALLSVILLE, TX 75650 PHONE: 903-660-2069	Trade Payable		\$139,192.87
34	OMNI INDUSTRIAL SOLUTIONS LLC	OMNI INDUSTRIAL SOLUTIONS LLC CELESTE SMITH P.O. BOX 731675 DALLAS, TX 75373-1675 EMAIL: CMSITH@OSP.CC PHONE: 225-261-6559	Trade Payable		\$138,605.15
35	ALINET CORPORATION	ALINET CORPORATION ATTN: BONNIE MCKENZIE 110 N LONGVIEW ST KILGORE, TX 75662 FAX: 903-988-0113 PHONE: 903-984-2307	Trade Payable		\$137,167.12
36	WEATHERFORD ARTIFICIAL LIFT	WEATHERFORD ARTIFICIAL LIFT ATTN: PRESIDENT OR GENERAL COUNSEL 2000 ST JAMES PLACE HOUSTON, TX 77056 PHONE: 713-836-4000	Trade Payable		\$128,880.19

Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
37	CASEDHOLE SOLUTIONS INC	CASEDHOLE SOLUTIONS INC ATTN: TEDD MOORE, EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL & CHIEF RISK OFFICER 3990 ROGERDALE HOUSTON, TX 77042 PHONE: 713-325-6000	Trade Payable		\$127,750.00
38	FREEMAN MILLS PC	FREEMAN MILLS PC ATTN: Ashley Holmgren 110 N COLLEGE AVE SUITE 1400 TYLER, TX 75702 EMAIL: AHOLMGREN@FREEMANMILLSPC.COM FAX: 903-592-7787 PHONE: 903-592-755	Trade Payable		\$123,997.94
39	SIMMONS PETROLEUM	SIMMONS PETROLEUM ATTN: PRESIDENT OR GENERAL COUNSEL PO BOX 676686 DALLAS, TX 75267-6686 PHONE: 405-848-3500	Trade Payable		\$121,765.85
40	ASSET RISK MANAGEMENT LLC	ASSET RISK MANAGEMENT LLC ATTN: PRESIDENT OR GENERAL COUNSEL 20329 STATE HIGHWAY 240 SUITE 450 HOUSTON, TX 77070 EMAIL: INFO@ASSET-RISK.COM FAX: 281-664-0029 PHONE: 281-655-3200	Trade Payable		\$118,615.51

Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
41	DISTRIBUTION NOW	DNOW LP ATTN: PRESIDENT OR GENERAL COUNSEL PO BOX 200822 DALLAS, TX 75320-1160	Trade Payable		\$116,459.71
42	CANRIG DRILLING TECHNOLOGY LTD	CANRIG DRILLING TECHNOLOGY LTD ATTN: PRESIDENT OR GENERAL COUNSEL PO BOX 973608 DALLAS, TX 75397-3608 PHONE: 281-259-8887	Trade Payable		\$115,823.77
43	VALLEY PLAINS, LLC	VALLEY PLAINS, LLC ATTN: PRESIDENT OR GENERAL COUNSEL 1251 BERE A 3 JEFFERSON, TX 75657 FAX: 903-665-7771 PHONE: 903-665-7779	Trade Payable		\$108,170.69
44	COMMERCIAL ELECTRIC CO	COMMERCIAL ELECTRIC CO. ATTN: PRESIDENT OR GENERAL COUNSEL P.O. BOX 754 GIDDINGS, TX 78942 PHONE: 979-542-5617	Trade Payable		\$105,048.59


Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
45	COURTNEY CONSTRUCTION INC	COURTNEY CONSTRUCTION INC ATTN: COURTNEY 2617 US HWY 79N CARTHAGE, TX 75633 FAX: 903-694-2921 PHONE: 903-694-2911	Trade Payable		\$102,721.37
46	EXTERRAN PARTNERS LP	EXTERRAN PARTNERS LP ATTN: PRESIDENT OR GENERAL COUNSEL P O BOX 201160 DALLAS, TX 75320-1160 FAX: 713-466-0326 PHONE: 713-758-2222	Trade Payable		\$97,847.75
47	ENERGY COMPLETION SERVICES LP	ENERGY COMPLETION SERVICES LP ATTN: PRESIDENT OR GENERAL COUNSEL 41212 PARK 290 SUITE A WALLER, TX 77484 FAX: 985-876-8741 PHONE: 903-693-3377	Trade Payable		\$97,165.64
48	J-W POWER COMPANY	J-W POWER COMPANY ATTN: PRESIDENT OR GENERAL COUNSEL PO BOX 970490 DALLAS, TX 75397-0490 EMAIL: SALES@JWOPERATING.COM PHONE: 972-233-8191	Trade Payable		\$95,677.76

Rank	Name of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
49	QUAIL TOOLS LP	QUAIL TOOLS LP ATTN: PRESIDENT OR GENERAL COUNSEL P O BOX 10739 NEW IBERIA, LA 70562 PHONE: 337-364-0407 FAX: 337-365-9997	Trade Payable		\$92,718.60
50	QUALITY FOAMER	QUALITY FOAMER ATTN: PRESIDENT OR GENERAL COUNSEL PO BOX 3215 KILGORE, TX 75663 EMAIL: CHRIS_CARTER@QUALITYFOAMER.COM PHONE: 903-987-0731	Trade Payable		\$91,842.84

**DECLARATION UNDER PENALTY**  
**OF PERJURY REGARDING CONSOLIDATED LIST OF CREDITORS**

Pursuant to 28 U.S.C. § 1746, I, David J. Sambrooks, the undersigned Chief Executive Officer, declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: July 15, 2015  
New York, New York

  
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David J. Sambrooks  
Chief Executive Officer